

MINUTES OF
THE RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY

February 27, 2015 (#488)

PUBLIC SESSION

A monthly meeting of the Board of Directors (the “Board”) of the **RHODE ISLAND INDUSTRIAL – RECREATIONAL BUILDING AUTHORITY** (the “Authority”) was held in Public Session at the offices of the Rhode Island Commerce Corporation (“Commerce RI”), 315 Iron Horse Way, Suite 101, Providence, Rhode Island on February 27, 2015 at approximately 8:30 a.m., pursuant to notice of the meeting to all Directors, and public notice of the meeting as required by Rhode Island General Law 42-46-6.

PRESENT: Frances H. Gammell-Roach, Chairperson
Christopher V. Bilotti, Vice Chairman
John R. Gowell, Member
Laurence W. Ehrhardt, Member

ABSENT: Scott A. Gibbs, Member

ALSO PRESENT: William Ash, Manager of the Authority
Stacy Farrell, Assistant Manager of the Authority
Tom Moses, Esq. Moses Afonso Ryan Ltd.
Tim Eskey, Esq. Moses Afonso Ryan Ltd.

Chairperson Gammell-Roach presided over the meeting.

1. **Call to Order.**

Ms. Gammell-Roach called the meeting to order at 8:45 a.m.

2. **Approval of the Public and Executive Session Minutes of the Meeting Held on January 23, 2015**

Ms. Gammell-Roach presented the Public and Executive Session Minutes of the meeting held on January 23, 2015. A motion was duly made by Mr. Bilotti, was seconded by Mr. Gowell and was unanimously carried to accept the Public and Executive Session Minutes, as presented.

A roll call vote was taken:

Mrs. Gammell-Roach – aye
Mr. Bilotti – aye
Mr. Gowell – aye
Mr. Ehrhardt – aye

3. Maintain the Executive Session Minutes of January 23, 2015 as Confidential

The next item to come before the Board was a vote to maintain the confidentiality of the Executive Session Minutes of the Board meetings held on January 23, 2015. A motion was duly made by Mr. Ehrhardt, was seconded by Mr. Gowell, and was unanimously carried to maintain the confidentiality of the Executive Session Minutes of the above noted meeting. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gowell – aye

Mr. Ehrhardt – aye

4. Vote addressing compliance with the Quasi Public Corporations Accountability and Transparency Act effective January 1, 2015.

Mr. Ash reviewed with the Board the proposed vote relating to the Accountability and Transparency Act (Exhibit A). He reviewed each requirement and exhibit with the members. After some discussion it was noted that the Board preferred Exhibit J of the vote, which related to lobbying expenses, to include verbiage which stated the Board of directors would approve individual lobbyists prior to any expenses being incurred on behalf of the Authority. A motion was duly made by Mr. Ehrhardt, was seconded by Mr. Gowell, and was unanimously carried to approve the vote addressing compliance with the revision of Exhibit J to include Board approval of individual lobbyists prior to any expenses being incurred on behalf of the Authority. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gowell – aye

Mr. Ehrhardt – aye

5. Review process relating to legal services engagement for the Authority.

Mr. Bilotti indicated while reviewing the legal proposals with staff there some discussion regarding engagement of a firm to represent the Authority as general legal counsel as well the possible establishment of a pool of the remaining qualified candidate firms as a group which would be approved to document transactions on behalf of the Authority. After some discussion it was determined that this approach would be beneficial to the clients of IRBA as it would allow multiple firms to work on documentation as times of high deal volume as well as provide the advantage of possible competitive pricing from the firms which would keep the cost down for the client. Staff noted the final recommendation would come before the Board in this format.

6. Executive Session

Mrs. Gammell-Roach suggested that the Board move into Executive Session. Upon motion duly made by Mr. Ehrhardt and seconded by Mr. Gowell, the motion to move the meeting into executive session pursuant to Rhode Island Open Meetings Law 42-46-5(a)(2), 42-46-5(a)(5), 42-46-5(a)(6) and 42-46-5(a)(7) of the General Laws of the State of Rhode Island, as amended, was duly adopted. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gowell – aye

Mr. Ehrhardt – aye

Public Session concluded and Executive Session began at 9:17 a.m.

7. Executive Session Vote Ratification

The meeting was reconvened from Executive Session to Public Session at 9:46 a.m. Mrs. Gammell-Roach noted that a unanimous vote of the Board was taken as follows:

(a) **RESOLVED** that the Board hereby seals the Executive Session minutes of the meeting. A motion was duly made by Mr. Gowell, was seconded by Mr. Ehrhardt, and was unanimously carried to ratify the vote taken in Executive Session to seal the Executive Session minutes. A roll call vote was taken:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gowell – aye

Mr. Ehrhardt – aye

There were no other votes taken during Executive Session.

8. Adjournment

There being no further business to come before the Board, upon motion duly made by Mr. Ehrhardt, was seconded by Mr. Gowell, the Board unanimously voted to adjourn the meeting. A roll call vote followed:

Mrs. Gammell-Roach – aye

Mr. Bilotti – aye

Mr. Gowell – aye

Mr. Ehrhardt – aye

The meeting was adjourned at 9:47 a.m.

Respectfully submitted,

/s/ Stacy Farrell

Stacy Farrell, Assistant Manager